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January 12, 2004

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VIA HAND DELIVERY & ECFS

Marlene R. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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Re: Clarification Letter concerning Lightyear Communications, Inc. and Lightyear
Telecommunications, LLC (Docket Nos. WC 04-1, ITC-T/C-20031222-00561,
ITC-T/C-20031224-00562)

Dear Ms. Dortch:

Lightyear Communications, Inc. ("Lightyear") and Lightyear Telecommunications, LLC ("LLC") (collectively, the "Lightyear Companies"), by their undersigned counsel, hereby provide this letter of clarification in regards to the Application filed December 22, 2003, in the above-referenced dockets. This clarification is provided in response to requests from the staffs of the Wireline Competition and International Bureaus.

1. On May 23, 2002, the Lightyear Companies notified the Commission that they had filed voluntary petitions for protection under Chapter 11 of the U.S. Bankruptcy Code, which resulted in a *pro forma* transfer of the Lightyear Companies, in which both companies became Debtors-in-Possession.

2. As a result of this previous filing, the Lightyear Companies should be referred to in the Application as "Lightyear Communications, Debtor-in-Possession" and "Lightyear Telecommunications, Debtor-in-Possession," respectively. To the extent necessary, this letter should be considered an amendment of the Application to reflect these previously noticed *pro forma* transfers of control.

3. Lightyear provides end-user local and interexchange services to primarily small businesses and residential customers. Lightyear provides interexchange services in all states except Alaska. Lightyear provides local service in Alabama, California, Colorado, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Michigan, Missouri, Mississippi, North Carolina, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Washington, and Wisconsin, although Lightyear has licenses to provide local service in numerous other states. LLC does not currently provide any telecommunications services.

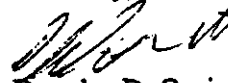
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4. The services provided by Lightyear are performed through a combination of resale and facilities-based service. Facilities-based service includes switched "resale" and UNE-P. Again, LLC does not currently provide service.

5. In the Application, the Lightyear Companies noted that they had no affiliates (aside from each other). Nonetheless, in accordance with 47 C.F.R. § 63.03(d)(3), the Lightyear Companies affirmatively note that, should any affiliated carrier begin providing service through a differently named subsidiary after the restructuring, that affiliated carrier would be subject to applicable conditions of services, including slamming and tariffing obligations (where such obligations exist).

Should you have any questions concerning this letter, please contact the undersigned at 202/945-6941.

Sincerely,



Douglas D. Orvis II
Counsel for the Lightyear Companies

cc: Christi Shewman (via email)
Cynthia Bryant (via email)
Qualex